

EXHIBIT 22

To: Artis Ellis
From: Chris Paul
Date: August 23, 2012
Re: Concerns

Artis, as center manager you are expected to lead your team and meet all performance goals by modeling the way in terms of behavior and performance. Over the last several months, there have been several issues that combined have caused concerns for your ability to effectively run the Houston Center. As the Center Manager, you set the tone for the Center and the work environment you establish and support dictates the cooperation, teamwork and success of the staff.

We have heard from several employees both current and past who have expressed concerns specifically with the management of the center and we have observed and experienced some of the same concerns for your ability to successfully make the Houston Center to a positive, healthy and productive workplace.

Chris, I thank you for presenting your concerns in regards to the work environment at the Houston Center. I understand as the Manager of the Houston Team, I am a model of expectations and performance of our center. The ability/inability of the success of the Houston Center is determined through a team effort. I understand there may be concerns from past/present employees that have been brought forth. If the focus is teamwork, any concerns that were presented to you regarding the Houston Center Management Team, did not offer us an opportunity to resolve these concerns. You have specifically stated that (you and others) have observed and experienced the same concerns of my ability to successfully make the Houston Center a positive, healthy, and productive workplace. My focus has always been a team effort by communicating with staff, as well as with 3750. I would like some clarification in regards to any concerns observed and experienced by Houston staff and 3750 that were not communicated to the Houston Management Team prior to these issues becoming concerns.

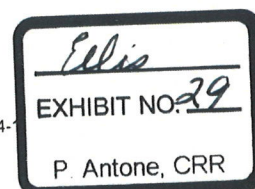
Artis, thanks for meeting with me yesterday to discuss these concerns as well as plans for continued success of the Houston center, as I stated yesterday many of these concerns you and I have been speaking about since February. I can recall a conversation regarding Tyrone Campbell immediately after receiving a corrective action relating to exam issue. No additional information was brought to my attention regarding issues' or concerns for Houston. I have made the changes we discussed and remain committed to your success and the success of the center please let me know if you have any questions, also please respond back to this email letting me know that you have received it.

Examples of ineffective performance management and staff leadership at the Center:

- 1) Substantial turnover in the last ten months, including 6 full time employees and 29 PTAN employees, many of which were due to factors such as the lack of proper

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coaching and supervision or t reported a negative atmosphere in the center. This included complaints of intimidation and overall unconstructive feedback to large groups. The substantial turnover within the ten month period stated is one of many variables. The full time employees and part-time as needed employees receive the necessary training to fulfill the duties expected of them. All team members are encouraged to perform their duties to the best of their ability. Although attempts to motivate staff members are provided, it takes an individual effort from each team member to contribute to this process. It is not the practice of the Houston Management Team to supervise staff through methods of intimidation. All staff is encouraged to focus on the center goals and maintain cordial and professional conduct through these efforts. Any feedback provided to the Houston staff is to be utilized in a positive manner for improved performance and decision making with work related concerns. As the Houston Center Manager, an open door policy has been extended to all staff with any concerns. The staff is encouraged to utilize this policy if needed.

- 2) The following behaviors are examples of a combination of what has been reported by both current and past employees and observed by corporate management and is what is meant by ineffective staff leadership:
 - a. That at the beginning of the ACS process you held several meetings in the commons where you repeatedly told SP's to look around as half of the room will not make it through ACS since it has been so hard. In the beginning of ACS, all meetings were held to advise staff of information that has been provided in regards to the ACS process. No staff member has been discouraged through the ACS process. In an effort to provide a positive environment, motivational meetings were held during the mornings to promote positivity for the day.
 - b. When the center opened from the retro-fit and was not performing well, instead of taking the responsibility for the center, you went into the commons and gave "a 15 minute tongue lashing" to the SP's stating it was all their fault. As the Manager of the Houston Center, I accept the responsibility of any lack of effort to perform center goals daily. I am not in a position to place blame or fault on any staff member. I do express to staff that there is accountability on all levels as a team, including management. Although I disagree with the terminology of issuing a "tongue lashing" to SP's, I do understand I have no control over individual perception. As the Houston Center Manager, I have an expectation for staff to continue to remain professional and learn from any mistakes made.
 - c. Prior to his leaving your ACM was told repeatedly, "either grow or you will go" but then he was never given the direction and leadership to grow or the corrective action to hold him accountable. My goal as Center Manager is to be a leader for all staff including the ACM. The focus is to prepare the ACM to become a leader not only in my absence, but to work together as a successful team. Brent was encouraged to attend workshops in leadership development and encouraged to utilize books I personally provided to assist

his professional development. It appeared Brent had made some improvements with his communication skills; however, there were areas he needed continue development such as delegation and leadership. During the first quarter I reached out to you in regards to an issue Brent was having with mistakes. You encouraged me to work with him on coaching and counseling. I have made no statement to Brent to "grow or go". He has never shared this information with me. I have offered suggestions for professional development. I am to assume he was paraphrasing with his statement. I have never made this particular comment to Brent.

- d. You have told your staff members: "you will take feedback in any way I choose to give it" you have told staff not to "air dirty laundry" in front of anyone from outside of the Houston CSEC center, implying that employees are not permitted to contact management or HR in the corporate office about any issues in the Houston Center. Several staff have met with you to address issues of concerns (Basil, Alaire and Mary C.) that I am aware of. I strongly encourage all staff to address any issues they may have. As I recently directed several staff to speak with Betty Lehew during her visit to Houston last week August 20th and August 21st. I have also empowered the team (Rupa, Robert and Dr. Shaff) to speak directly to you when they have brought concerns to me regarding issues they have had with you.
- e. You have had continual, excessive numbers of issues with employee confrontations and inappropriate behaviors at the center that result from an environment with low morale that is not supportive and encouraging for employees. All issues regarding employee relations have been addressed as soon as I became aware of them. The most recent issues I addressed with you last week. (Harold White, Brent Wallace, Thomas and Myron). Any other issues you are referring to I would need more information.
- f. It has been reported that you have been disrespectful and verbally abusive to some of your staff to the point that they are afraid to say or do anything for fear of retaliation from you. Poor communication skills, which have hindered team development, and not at the level expected from someone who has been a leader for over 4 years. Which include the tongue lashing and Statements made in the commons, as noted above. Verbal abuse is not tolerated at this center at any level. It is the expectation that everyone is treated with dignity and respect. I have brought to your attention in regard to how I feel about verbal abuse (I have addressed the issue with you raising your voice at me in May 2012 when we had a discussion). Please refer to bullet "E" I have encourage staff to address any issues or concerns they may have with center operation. Also, you and HR have consistently informed staff to come directly to you with any concerns. At our mandatory meeting in July 2012, all staff was directed by you to call or email you as needed.
- g. Reactionary and impetuous decision-making which has cost you the respect and credibility of your team. Please be more specific regarding this issue. which includes wanting to put Nila in as interim ACM In regards to Nila as interim ACM, I asked you if she could help while we are in the recruitment process. This was no different when we gave Dave a special project to help

with when JP resigned. You agreed Nila could help with assisting me with daily operations, but you saw no need to add her to ACM meeting. I informed you by email and telephone conversation I saw no need to give Nila rights to certify the exams or kronos. and not taking ownership when there were issues with SP's who played live incorrectly you blamed the team for this. I would not jeopardize the exam with playing someone live without being signed-off. Could you please be more specific with cases you are referring too?

- h. You have lied to your team on several occasions Please be more specific to lies I have told to my team. (This issue was not addressed) No clear precise information was warrant to be called a liar or stated I lied to my team.
 - i. including the reason for Betty Lehew's visit several months ago where you fabricated that Betty was there because Houston had won some sort of contest, when this was not the purpose of her visit. I apologize for any miscommunication on my behalf during Betty's visit. I was making a concerted effort to congratulate the team on the hard work they did on the recycling program. I agree this could have been presented in a different way. Never was it my intent to yield something positive in a negative aspect. you have told the team that they were doing poorly as far as portrayal and ACS only to have the actual numbers come out which showed they were doing well, I have not by any way told anyone they were doing poorly on ACS or Portrayal. We have not received data to verify performance results. It was brought to the staff by you that Houston cost ECFMG \$312,000.00 and we were also performing in the 94th percentile. This was the first time I've heard how Houston was doing with ACS and you have told me on several occasions that you have read and understood emails that have been sent only to have me question further and find out you actually had not read the email at all. This creates an atmosphere lacking trust and respect for you as the Center Manager.
- 3) An unacceptably low number of case combinations and SP's who were qualified to play live in the exam and you continue to struggle to get those numbers to acceptable levels. We had reported to USMLE that we would go live 60 SP's playing a minimum of 60 case combinations at each center; you started off with 42 SP's with only 48 viable case combinations. Currently your numbers are at 45 Live SP's with 8 in training, a substantial variance from the established expectation. Prior to retrofit we had the expectation moving forward with 60 case combinations. However, we had an unexpected turnover with SPs after ACS. This issue was discussed with you and a plan was put in place to do an immediate recruitment for SPs. We hired 10 new SPs and today 6 are still with us from that group.
- 4) Impacting the validity of the exam by running unapproved SP's in "live" exam, including 2 SP's who had contradictory physical findings. This issue was addressed in bullet "H" Not taking ownership. Chris I supported you with emails from Carly Grant approving SPs sign-off. In our previous meeting you told me you were going to remove this bullet and you have not.

Expectations going forward

- 1) Regain the trust and respect of your team through open and honest communications; encouragement and support, professional methods of holding people accountable and by your accepting responsibility for areas where you need to improve in your management and leadership style with demonstrated, immediate improvement. This will be measured by the reduced turn over and through direct communication with staff members in Houston. As the Houston Center Manager, I will work toward opening communication with staff through strategic suggestions and professional self development. I will start by creating suggestion boxes for staff compliments and complaints. I will review and address all complaints with staff to maintain a continued effort to communicate and establish trust.

We discussed that I was not convinced you would get a strong enough feel for what is going on with just using a suggestion box. I feel as though your team does not trust the response they would get. I suggested to you that you be out with your team as much as possible and demonstrate your true commitment to open communication. We have also discussed in the past having a series of meeting with your team to help facilitate a more open dialogue and if you felt it was necessary I could come out to help you facilitate those meetings. (Every 10-15 minutes staff meet together to debrief and share non work related issues early in the morning. We find this to be invaluable. Also, most staff join the morning conversation and find it to be invaluable). I complete a walk around to visit CROS and Proctors.

- 2) Meet or exceed all center goals for staffing levels and maintain such I will meet or exceed all center goals for staffing levels through team development and continue recruitment and hiring process.
- 3) Improve your strategic planning ability so that you are more aware of the centers current and future needs as well as the ensuring that all full time staff are performing at acceptable levels and actively communicating such with you on a regular basis. I will work on center needs and planning through communication with staff and you to maintain consistency and be efficient with center goals. (See previous comment about suggestion boxes in paragraph one).

We also discussed becoming more of a partner with your "key" team members including your ACM, Forest and Keith to ensure that you knew exactly what was happening in the center and what the needs of the center are.

- 4) Empower your team to effectively do their jobs without t micro-managing, while still having full awareness of what is happening in each area of the center. This comes when employees trust and respect the manager enough to come and willingly discuss updates on what they are doing, any concerns they have and to get support and resolution without hesitation or fear. All staff will be advised of center updates upon receipt by me. I will delegate a spokesperson from each area of the center to provide me with status updates and concerns that may require immediate attention. I will uplift staff by Encouraging the Heart and By Modeling the way. While maintaining a level of accountability when professional performance is low.

Your team still feels the need to run every decision and communication past you for approval, as stated above we have discussed several options for you to help improve this. Your team needs to know they have your support when they make decisions and if a decision is made that could have been done differently this is used as a teaching moment not always a performance issue. (Most staff competent to perform well with their job skills and abilities) I am the fortunate one. They bring me information as needed to know. I will continue to empower them to make sound and reasonable judgment. During our weekly staff meeting the staff get to share with other member's opportunities for learning experiences.

Artis, you are aware of our process to support and encourage employees to be successful, which is the purpose of this memo. We hope that you are successful, but you also know that you must meet the expectations of this position to continue in it. It is imperative that the Houston Center be lead by a person who is confident, yet humble and who supports and encourages the team while holding individuals accountable. It is also imperative that the operational standards for staffing and exam validity be met and maintained in Houston. Failure to achieve these expectations may result in termination of your employment. I thank you for the opportunity to address your concerns. I apologize for any miscommunication/misunderstanding on my behalf. I am always open to constructive criticism that will continue to help me with my professional growth and development. I am willing to attend any workshops or seminars to assist me with this process. I am proud to be the Houston Center Manager and grateful for the opportunity.

Artis as I have stated from the beginning of my tenure of Director of Center Operations, I am here to help you and support you to be the best center manager possible and to help the Houston center be a healthy team environment, anything I can do to help with this I am here for you and the team.

Chris

Regards,

Artis Ellis

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